



The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

2-304A023

October 27, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

17774-A
RECORDATION NO. 17774-A FILED IN

OCT 30 1992 11:25 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals of a First Supplement dated as of October 29, 1992 to the Security Agreement dated as of April 10, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement dated as of April 10, 1992, which was filed and recorded on April 16, 1992 under Recordation Number 17774.

The names and addresses of the parties to the enclosed document are:

Borrower: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Secured Party: General Electric Capital Corporation
1600 Summer Street, Sixth Floor
Stamford, CT 06927-4000

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the First Supplement to the Security Agreement.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

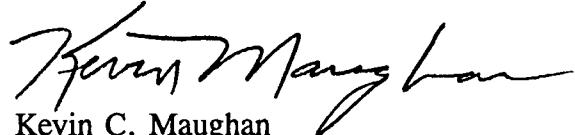
Mr. Sidney L. Strickland, Jr.
October 27, 1992
Page 2

Kindly return two (2) stamped originals of the enclosed document to either Charles T. Kappler or Robert W. Alvord of Alvord & Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

First Supplement dated as of October 29, 1992 to the Security Agreement dated as of April 10, 1992 between Greenbrier Railcar, Inc., Borrower, and General Electric Capital Corporation, Secured Party, covering 429 railcars bearing SP and SSW marks and numbers and current VCY/GVSR marks and numbers.

Sincerely,



Kevin C. Maughan
Staff Attorney

KCM:jeh
Enclosure

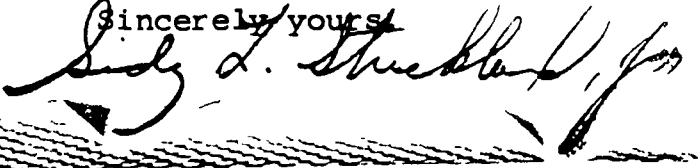
Interstate Commerce Commission
Washington, D.C. 20423

10/30/92

OFFICE OF THE SECRETARY

Kevin C. Maughan
Staff Attorney
The Greenbrier Companies
One Centerpointe Drive
Lake Oswego, Oregon 97035
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/30/92 at 11:25am , and assigned recordation number(s). 17774-A

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

17774-A
OCT 30 1992 - 11:32 AM
INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT dated as of October 29, 1992 (the "First Supplement") to the Security Agreement dated as of April 10, 1992 executed by GREENBRIER RAILCAR, INC., a Delaware corporation (the "Borrower"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, as Agent ("Agent") for itself and certain Lenders. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement.

A. The Borrower, Greenbrier Leasing Corporation and the Agent are parties to a Loan Agreement dated as of October 9, 1991 (the "Loan Agreement"). The Initial Funding Date under the Loan Agreement was April 16, 1992.

B. The Borrower has requested that certain Individual Fundings be made on October 30, 1992. One of the conditions precedent to such Individual Fundings is the execution of this First Supplement to the Security Agreement.

Accordingly, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the Borrower and the Agent hereby agree as follows:

SECTION 1. Additional Railcars and Lease Schedules Added to Collateral Pool. The Security Agreement is hereby supplemented by adding the Railcars and Lease Schedules listed on Schedule A hereto to the Railcars and Lease Schedules listed on Schedule 1 thereto.

SECTION 2. GOVERNING LAW. THIS FIRST SUPPLEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK; PROVIDED, HOWEVER, THAT AGENT AND THE LENDERS SHALL BE ENTITLED TO ALL THE RIGHTS CONFERRED BY ANY APPLICABLE FEDERAL STATUTE, RULE OR REGULATION.

SECTION 3. Counterparts. This First Supplement may be executed in two counterparts, each of which shall

constitute an original, but each of which when taken together shall constitute but one instrument.

IN WITNESS WHEREOF, Borrower has caused this First Supplement to be executed, as of the day and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb

Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION,

By: _____

Title: _____

STATE OF Oregon)
COUNTY OF Clackamas) ss.

I, the undersigned, a notary public in and for said county and said state, hereby certify that Norris M. Webb whose name as Vice President of Greenbrier Railcar, Inc., is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the 27th day of October, 1992.

Given, under my hand and seal on this 27th day of October, 1992.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

constitute an original, but each of which when taken together shall constitute but one instrument.

IN WITNESS WHEREOF, Borrower has caused this First Supplement to be executed, as of the day and year first above written.

GREENBRIER RAILCAR, INC.,

By: _____

Title: _____

GENERAL ELECTRIC CAPITAL
CORPORATION,

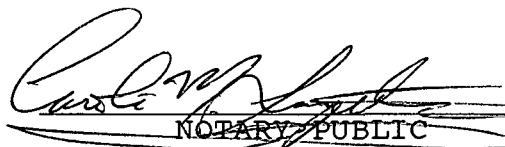
By: 

Title: VICE PRESIDENT

STATE OF Connecticut, COUNTY OF Fairfield } ss. Stamford, October 28, 1992

I, the undersigned, a notary public in and for said county and said state, hereby certify that Robert O. O'Reilly whose name as Vice President of General Electric Capital Corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the 28th day of October, 1992.

Given, under my hand and seal on this 28th day of October, 1992.


Carol J. Smith
NOTARY PUBLIC

My commission expires: 6/30/96
#77179



SCHEDULE 1

Those lease schedules between Borrower as Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), as described below:

Lease Schedules:

Schedule No. 4A dated as of December 6, 1991 between Borrower as Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Borrower and Lessee (the "Master Lease") to the extent of one (1) additional railcar identified below that was not described in that certain Security Agreement dated as of April 10, 1992 and filed at the Interstate Commerce Commission on April 16, 1992 and assigned Recordation No. 17774 ("Master Security Agreement").

Schedule No. 5A dated as of October 25, 1991 between Borrower as Lessor and Lessee to the Master Lease.

Schedule No. 6B dated as of November 1, 1991 between Borrower as Lessor and Lessee to the Master Lease to the extent of four (4) additional railcars identified below that were not described in the Master Security Agreement.

Schedule No. 7B dated as of November 4, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 7B of the Master Lease Agreement.

Schedule No. 7C dated as of November 4, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 7C of the Master Lease Agreement.

Schedule No. 8A dated as of November 5, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 8A of the Master Lease Agreement.

Schedule No. 11B dated as of November 20, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended September 4, 1992 by Amendment to Schedule No. 11B of the Master Lease Agreement.

Schedule No. 15A dated as of October 22, 1992 between Borrower as Lessor and Lessee to the Master Lease.

Schedule No. 16C dated as of June 2, 1992 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 16C of the Master Lease Agreement.

Railcars:

(See attached pages 1 - 10).

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
04A	02A1 SP	SP 242477	GVSR 764232
	1		
05A	05B1 SP	SSW 062627	VCY 142002
05A	05B1 SP	SSW 062628	VCY 142011
05A	05B1 SP	SSW 062629	VCY 142026
05A	05B1 SP	SSW 062630	VCY 142009
05A	05B1 SP	SSW 062632	VCY 142022
05A	05B1 SP	SSW 062635	VCY 142001
05A	05B1 SP	SSW 062637	VCY 142015
05A	05B1 SP	SSW 062640	VCY 142020
05A	05B1 SP	SSW 062644	VCY 142012
05A	05B1 SP	SSW 062646	VCY 142014
05A	05B1 SP	SSW 062651	VCY 142006
05A	05B1 SP	SSW 062652	VCY 142003
05A	05B1 SP	SSW 062654	VCY 142025
05A	05B1 SP	SSW 062657	VCY 142017
05A	05B1 SP	SSW 062672	VCY 142005
05A	05B1 SP	SSW 062679	VCY 142010
05A	05B1 SP	SSW 062684	VCY 142004
05A	05B1 SP	SSW 062689	VCY 142019
05A	05B1 SP	SSW 062692	VCY 142013
05A	05B1 SP	SSW 062696	VCY 142000
05A	05B1 SP	SSW 062708	VCY 142008
05A	05B1 SP	SSW 062711	VCY 142018
05A	05B1 SP	SSW 062714	VCY 142016
05A	05B1 SP	SSW 062715	VCY 142023
05A	05B1 SP	SSW 062721	VCY 142024
05A	05B1 SP	SSW 062723	VCY 142007
	26		
06B	07B1 SP	SSW 024185	GVSR 136116
06B	07B1 SP	SSW 024200	GVSR 136120
06B	07B1 SP	SSW 024235	GVSR 136140
06B	07B1 SP	SSW 024240	GVSR 136122
	4		
07B	16A SP	SP 508509	GVSR 461026
07B	16A SP	SP 508528	GVSR 461024
07B	16A SP	SP 508554	GVSR 461016
07B	16A SP	SP 508624	GVSR 461030
07B	16A SP	SP 508689	GVSR 461020
07B	16A SP	SP 508707	GVSR 461036
07B	16A SP	SP 508722	GVSR 461042
07B	16A SP	SP 508723	GVSR 461040
07B	16A SP	SP 508761	GVSR 461032
07B	16A SP	SP 508825	GVSR 461034
07B	16A SP	SP 508836	GVSR 461028

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
07B	16A SP	SP 508898	GVSR 461022
07B	16A SP	SP 509045	GVSR 443032
07B	16A SP	SP 509051	GVSR 443048
07B	16A SP	SP 509052	GVSR 443042
07B	16A SP	SP 509068	GVSR 443040
07B	16A SP	SP 509112	GVSR 443044
07B	16A SP	SP 509113	GVSR 443034
07B	16A SP	SP 509143	GVSR 443038
07B	16A SP	SP 509172	GVSR 443030
07B	16A SP	SP 509184	GVSR 443046
07B	16A SP	SP 509209	GVSR 443036
07B	16A SP	SP 509362	GVSR 450054
07B	16A SP	SP 509372	GVSR 450056
07B	16A SP	SP 509378	GVSR 450038
07B	16A SP	SP 509389	GVSR 450052
07B	16A SP	SP 509402	GVSR 450046
07B	16A SP	SP 509405	GVSR 450062
07B	16A SP	SP 509418	GVSR 450064
07B	16A SP	SP 509423	GVSR 450048
07B	16A SP	SP 509427	GVSR 450060
07B	16A SP	SP 509440	GVSR 450066
07B	16A SP	SP 509445	GVSR 450044
07B	16A SP	SP 509447	GVSR 450068
07B	16A SP	SP 509456	GVSR 450034
07B	16A SP	SP 509494	GVSR 450050
07B	16A SP	SP 509530	GVSR 450040
07B	16A SP	SP 509553	GVSR 450036
07B	16A SP	SP 509568	GVSR 450058
07B	16A SP	SP 509598	GVSR 459012
07B	16A SP	SP 509617	GVSR 459014
07B	16A SP	SP 509618	GVSR 459030
07B	16A SP	SP 509631	GVSR 459024
07B	16A SP	SP 509639	GVSR 459022
07B	16A SP	SP 509657	GVSR 459016
07B	16A SP	SP 509665	GVSR 459026
07B	16A SP	SP 509675	GVSR 459034
07B	16A SP	SP 509678	GVSR 459018
07B	16A SP	SP 509683	GVSR 459028
07B	16A SP	SP 509694	GVSR 459020
50			
07C	16A SP	SP 508742	GVSR 461012
07C	16A SP	SP 509092	GVSR 443028
07C	16A SP	SP 509383	GVSR 450032
07C	16A SP	SP 509404	GVSR 450020
07C	16A SP	SP 509413	GVSR 450013
07C	16A SP	SP 509419	GVSR 450011
07C	16A SP	SP 509460	GVSR 450028

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
07C	16A SP	SP 509493	GVSR 450030
07C	16A SP	SP 509545	GVSR 450029
07C	16A SP	SP 509611	GVSR 459008
07C	16A SP	SP 509628	GVSR 459010
07C	16A SP	SP 509705	GVSR 459006
12			
08A	10C SP	SP 496039	GVSR 512033
08A	10C SP	SP 496071	GVSR 512037
08A	10C SP	SP 496077	GVSR 512039
08A	10C SP	SP 496134	GVSR 512032
08A	10C SP	SP 496198	GVSR 512036
08A	10C SP	SP 496234	GVSR 518043
08A	10C SP	SP 496241	GVSR 518041
08A	10C SP	SP 496260	GVSR 518046
08A	10C SP	SP 496271	GVSR 518039
08A	10C SP	SP 496285	GVSR 518057
08A	10C SP	SP 496286	GVSR 518042
08A	10C SP	SP 496290	GVSR 518045
08A	10C SP	SP 496293	GVSR 518059
08A	10C SP	SP 496295	GVSR 518037
08A	10C SP	SP 496366	GVSR 512040
08A	10C SP	SP 496398	GVSR 512038
08A	10C SP	SP 496399	GVSR 512047
08A	10C SP	SSW 070639	GVSR 512044
08A	10C SP	SSW 070651	GVSR 512043
08A	10C SP	SSW 070682	GVSR 512042
08A	10C SP	SSW 070717	GVSR 518047
08A	10C SP	SSW 070724	GVSR 518054
08A	10C SP	SSW 070735	GVSR 518050
08A	10C SP	SSW 070751	GVSR 518053
08A	10C SP	SSW 070759	GVSR 518056
08A	10C SP	SSW 071515	GVSR 518052
08A	10C SP	SSW 071571	GVSR 518049
08A	10C SP	SSW 071579	GVSR 518055
08A	10C SP	SSW 071605	GVSR 518048
08A	10C SP	SSW 071608	GVSR 518051
08A	10C SP	SSW 071658	GVSR 518044
08A	10C SP	SSW 073568	GVSR 527041
08A	10C SP	SSW 073585	GVSR 527025
08A	10C SP	SSW 073586	GVSR 527035
08A	10C SP	SSW 073747	GVSR 527039
08A	10C SP	SSW 073822	GVSR 527037
08A	10C SP	SSW 073853	GVSR 527022
08A	10C SP	SSW 073879	GVSR 527034
08A	10C SP	SSW 073929	GVSR 527031
08A	10C SP	SSW 074125	GVSR 528011
08A	10C SP	SSW 074209	GVSR 528035

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 074230	GVSR 528036
08A	10C SP	SSW 074245	GVSR 528018
08A	10C SP	SSW 074330	GVSR 528030
08A	10C SP	SSW 074404	GVSR 528029
08A	10C SP	SSW 074417	GVSR 528038
08A	10C SP	SSW 074419	GVSR 528037
08A	10C SP	SSW 074431	GVSR 528028
08A	10C SP	SSW 074435	GVSR 528033
08A	10C SP	SSW 074541	GVSR 530097
08A	10C SP	SSW 074559	GVSR 530101
08A	10C SP	SSW 074561	GVSR 530081
08A	10C SP	SSW 074669	GVSR 530084
08A	10C SP	SSW 074673	GVSR 530098
08A	10C SP	SSW 074687	GVSR 530096
08A	10C SP	SSW 074705	GVSR 530100
08A	10C SP	SSW 074716	GVSR 530104
08A	10C SP	SSW 074727	GVSR 530108
08A	10C SP	SSW 074875	GVSR 530092
08A	10C SP	SSW 074876	GVSR 530058
08A	10C SP	SSW 074891	GVSR 530107
08A	10C SP	SSW 074897	GVSR 530105
08A	10C SP	SSW 074905	GVSR 530091
08A	10C SP	SSW 074940	GVSR 530103
08A	10C SP	SSW 076205	GVSR 525017
08A	10C SP	SSW 076209	GVSR 525035
08A	10C SP	SSW 076224	GVSR 525021
08A	10C SP	SSW 076227	GVSR 525027
08A	10C SP	SSW 076245	GVSR 525030
08A	10C SP	SSW 076249	GVSR 525024
08A	10C SP	SSW 076253	GVSR 525007
08A	10C SP	SSW 076255	GVSR 525041
08A	10C SP	SSW 076257	GVSR 525020
08A	10C SP	SSW 076267	GVSR 525036
08A	10C SP	SSW 076276	GVSR 525022
08A	10C SP	SSW 076435	GVSR 518040
08A	10C SP	SSW 076997	GVSR 526002
08A	10C SP	SSW 077202	GVSR 524043
08A	10C SP	SSW 077204	GVSR 524107
08A	10C SP	SSW 077209	GVSR 524082
08A	10C SP	SSW 077256	GVSR 524065
08A	10C SP	SSW 077267	GVSR 524049
08A	10C SP	SSW 077276	GVSR 524075
08A	10C SP	SSW 077284	GVSR 524087
08A	10C SP	SSW 077288	GVSR 524051
08A	10C SP	SSW 077290	GVSR 524081
08A	10C SP	SSW 077294	GVSR 524054
08A	10C SP	SSW 077300	GVSR 524101
08A	10C SP	SSW 077339	GVSR 524064

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 077342	GVSR 524089
08A	10C SP	SSW 077345	GVSR 524071
08A	10C SP	SSW 077352	GVSR 524077
08A	10C SP	SSW 077371	GVSR 524105
08A	10C SP	SSW 077374	GVSR 524088
08A	10C SP	SSW 077378	GVSR 524102
08A	10C SP	SSW 077387	GVSR 524100
08A	10C SP	SSW 077388	GVSR 524052
08A	10C SP	SSW 077390	GVSR 524099
08A	10C SP	SSW 077392	GVSR 524074
08A	10C SP	SSW 077412	GVSR 524086
08A	10C SP	SSW 077424	GVSR 524061
08A	10C SP	SSW 077427	GVSR 524055
08A	10C SP	SSW 077452	GVSR 524083
08A	10C SP	SSW 077454	GVSR 524057
08A	10C SP	SSW 077460	GVSR 524106
08A	10C SP	SSW 077461	GVSR 524056
08A	10C SP	SSW 077471	GVSR 524041
08A	10C SP	SSW 077473	GVSR 524024
08A	10C SP	SSW 077481	GVSR 524067
08A	10C SP	SSW 077484	GVSR 524047
08A	10C SP	SSW 077490	GVSR 524093
08A	10C SP	SSW 077491	GVSR 524062
08A	10C SP	SSW 077494	GVSR 524058
08A	10C SP	SSW 077496	GVSR 524096
08A	10C SP	SSW 077506	GVSR 524094
08A	10C SP	SSW 077525	GVSR 524070
08A	10C SP	SSW 077532	GVSR 524050
08A	10C SP	SSW 077543	GVSR 524034
08A	10C SP	SSW 077544	GVSR 524046
08A	10C SP	SSW 077545	GVSR 524053
08A	10C SP	SSW 077549	GVSR 524059
08A	10C SP	SSW 077551	GVSR 524048
08A	10C SP	SSW 077553	GVSR 524063
08A	10C SP	SSW 077567	GVSR 524066
08A	10C SP	SSW 077578	GVSR 524091
08A	10C SP	SSW 077580	GVSR 524078
08A	10C SP	SSW 077587	GVSR 524068
08A	10C SP	SSW 077592	GVSR 524084
08A	10C SP	SSW 077593	GVSR 524092
08A	10C SP	SSW 077597	GVSR 524080
08A	10C SP	SSW 077598	GVSR 524121
08A	10C SP	SSW 077604	GVSR 524079
08A	10C SP	SSW 077614	GVSR 524023
08A	10C SP	SSW 077621	GVSR 524069
08A	10C SP	SSW 077624	GVSR 524076
08A	10C SP	SSW 077629	GVSR 524125
08A	10C SP	SSW 077640	GVSR 524085

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 077641	GVSR 524098
08A	10C SP	SSW 077645	GVSR 524073
08A	10C SP	SSW 077648	GVSR 524060
08A	10C SP	SSW 077711	GVSR 520028
08A	10C SP	SSW 077719	GVSR 520024
08A	10C SP	SSW 077722	GVSR 520030
08A	10C SP	SSW 077732	GVSR 520021
08A	10C SP	SSW 077752	GVSR 520023
08A	10C SP	SSW 077766	GVSR 520032
08A	10C SP	SSW 077786	GVSR 520019
08A	10C SP	SSW 077788	GVSR 520022
08A	10C SP	SSW 077807	GVSR 520029
08A	10C SP	SSW 077818	GVSR 520020
08A	10C SP	SSW 077821	GVSR 520017
08A	10C SP	SSW 077848	GVSR 520031
08A	10C SP	SSW 077851	GVSR 520026
08A	10C SP	SSW 077854	GVSR 520025
08A	10C SP	SSW 077860	GVSR 520027
08A	10C SP	SSW 077872	GVSR 520018
08A	10C SP	SSW 077893	GVSR 520034
08A	10C SP	SSW 077915	GVSR 521016
08A	10C SP	SSW 077917	GVSR 521012
08A	10C SP	SSW 077925	GVSR 521011
08A	10C SP	SSW 077934	GVSR 521015
08A	10C SP	SSW 077936	GVSR 521014
08A	10C SP	SSW 077959	GVSR 521013
08A	10C SP	SSW 077972	GVSR 521010
08A	10C SP	SSW 078620	GVSR 533029
08A	10C SP	SSW 078709	GVSR 533023
08A	10C SP	SSW 078797	GVSR 533028
08A	10C SP	SSW 078799	GVSR 533015
08A	10C SP	SSW 078854	GVSR 533027
08A	10C SP	SSW 078859	GVSR 533026
08A	10C SP	SSW 078897	GVSR 533025
08A	10C SP	SSW 079339	GVSR 512041
08A	10C SP	SSW 079355	GVSR 512034
08A	10C SP	SSW 079367	GVSR 512035
08A	10C SP	SSW 079600	GVSR 525016
08A	10C SP	SSW 079614	GVSR 525010
08A	10C SP	SSW 079621	GVSR 525023
08A	10C SP	SSW 079626	GVSR 525033
08A	10C SP	SSW 079651	GVSR 525045
08A	10C SP	SSW 079656	GVSR 525031
08A	10C SP	SSW 079659	GVSR 525032
08A	10C SP	SSW 079672	GVSR 525019
08A	10C SP	SSW 079680	GVSR 525015
08A	10C SP	SSW 079692	GVSR 525046
08A	10C SP	SSW 079850	GVSR 518038

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 079900	GVSR 525029
08A	10C SP	SSW 079912	GVSR 525034
08A	10C SP	SSW 079917	GVSR 525018
08A	10C SP	SSW 079935	GVSR 525042
08A	10C SP	SSW 079942	GVSR 525038
08A	10C SP	SSW 079946	GVSR 525037
08A	10C SP	SSW 079962	GVSR 525026
08A	10C SP	SSW 079965	GVSR 525025
08A	10C SP	SSW 079985	GVSR 525039
194			
11B	05A2 SP	SP 228500	VCY 172248
11B	05A2 SP	SP 228504	VCY 172245
11B	05A2 SP	SP 228505	VCY 172273
11B	05A2 SP	SP 228511	VCY 172171
11B	05A2 SP	SP 228512	VCY 172205
11B	05A2 SP	SP 228514	VCY 172184
11B	05A2 SP	SP 228519	VCY 172212
11B	05A2 SP	SP 228520	VCY 172289
11B	05A2 SP	SP 228533	VCY 172201
11B	05A2 SP	SP 228537	VCY 172264
11B	05A2 SP	SP 228545	VCY 172262
11B	05A2 SP	SP 228549	VCY 172223
11B	05A2 SP	SP 228550	VCY 172227
11B	05A2 SP	SP 228552	VCY 172215
11B	05A2 SP	SP 228554	VCY 172196
11B	05A2 SP	SP 228556	VCY 172272
11B	05A2 SP	SP 228559	VCY 172247
11B	05A2 SP	SP 228562	VCY 172220
11B	05A2 SP	SP 228568	VCY 172224
11B	05A2 SP	SP 228571	VCY 172198
11B	05A2 SP	SP 228582	VCY 172291
11B	05A2 SP	SP 228589	VCY 172243
11B	05A2 SP	SP 228591	VCY 172233
11B	05A2 SP	SP 228596	VCY 172249
11B	05A2 SP	SP 228599	VCY 172261
11B	05A2 SP	SP 228602	VCY 172176
11B	05A2 SP	SP 228604	VCY 172265
11B	05A2 SP	SP 228624	VCY 172235
11B	05A2 SP	SP 228629	VCY 172178
11B	05A2 SP	SP 228647	VCY 172174
11B	05A2 SP	SP 228651	VCY 172282
11B	05A2 SP	SP 228664	VCY 172194
11B	05A2 SP	SP 228667	VCY 172199
11B	05A2 SP	SP 228672	VCY 172183
11B	05A2 SP	SP 228679	VCY 172195
11B	05A2 SP	SP 228688	VCY 172231
11B	05A2 SP	SP 228690	VCY 172193

SCHEDULE I

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
11B	05A2 SP	SP 228719	VCY 172186
11B	05A2 SP	SP 228737	VCY 172234
11B	05A2 SP	SP 228738	VCY 172269
11B	05A2 SP	SP 228748	VCY 172226
11B	05A2 SP	SP 228760	VCY 172214
11B	05A2 SP	SP 228771	VCY 172206
11B	05A2 SP	SP 228784	VCY 172165
11B	05A2 SP	SP 228788	VCY 172209
11B	05A2 SP	SP 228796	VCY 172161
11B	05A2 SP	SP 228807	VCY 172236
11B	05A2 SP	SP 228814	VCY 172255
11B	05A2 SP	SP 228827	VCY 172230
11B	05A2 SP	SP 228829	VCY 172180
11B	05A2 SP	SP 228840	VCY 172189
11B	05A2 SP	SP 228842	VCY 172288
11B	05A2 SP	SP 228843	VCY 172166
11B	05A2 SP	SP 228849	VCY 172192
11B	05A2 SP	SP 228864	VCY 172228
11B	05A2 SP	SP 228867	VCY 172251
11B	05A2 SP	SP 228870	VCY 172162
11B	05A2 SP	SP 228874	VCY 172168
11B	05A2 SP	SP 228878	VCY 172170
11B	05A2 SP	SP 228896	VCY 172197
11B	05A2 SP	SP 228897	VCY 172181
11B	05A2 SP	SP 228901	VCY 172187
11B	05A2 SP	SP 228902	VCY 172167
11B	05A2 SP	SP 228914	VCY 172210
11B	05A2 SP	SP 228916	VCY 172179
11B	05A2 SP	SP 228919	VCY 172211
11B	05A2 SP	SP 228929	VCY 172169
11B	05A2 SP	SP 228932	VCY 172182
11B	05A2 SP	SP 228933	VCY 172163
11B	05A2 SP	SP 228946	VCY 172173
11B	05A2 SP	SP 228947	VCY 172208
11B	05A2 SP	SP 228962	VCY 172172
11B	05A2 SP	SP 228968	VCY 172271
11B	05A2 SP	SP 228972	VCY 172159
11B	05A2 SP	SP 228990	VCY 172175
11B	05A2 SP	SP 228996	VCY 172268
11B	05A2 SP	SP 228997	VCY 172281
11B	05A2 SP	SP 228999	VCY 172191
78			
15A	05B2 SP	SSW 062633	VCY 142037
15A	05B2 SP	SSW 062636	VCY 142029
15A	05B2 SP	SSW 062638	VCY 142035
15A	05B2 SP	SSW 062648	VCY 142034
15A	05B2 SP	SSW 062656	VCY 142021

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
15A	05B2 SP	SSW 062665	VCY 142038
15A	05B2 SP	SSW 062666	VCY 142040
15A	05B2 SP	SSW 062668	VCY 142032
15A	05B2 SP	SSW 062673	VCY 142039
15A	05B2 SP	SSW 062685	VCY 142031
15A	05B2 SP	SSW 062690	VCY 142041
15A	05B2 SP	SSW 062706	VCY 142028
15A	05B2 SP	SSW 062712	VCY 142033
15A	05B2 SP	SSW 062716	VCY 142027
15A	05B2 SP	SSW 062719	VCY 142030
15A	05B2 SP	SSW 062722	VCY 142036
15A	05B2 SP	SSW 062736	VCY 147004
15A	05B2 SP	SSW 062745	VCY 147005
15A	05B2 SP	SSW 062760	VCY 147000
15A	05B2 SP	SSW 062766	VCY 147002
15A	05B2 SP	SSW 062813	VCY 147003
15A	05B2 SP	SSW 062816	VCY 147001
22			
16C	05A3 SP	SP 228501	VCY 172384
16C	05A3 SP	SP 228553	VCY 172412
16C	05A3 SP	SP 228557	VCY 172409
16C	05A3 SP	SP 228561	VCY 172345
16C	05A3 SP	SP 228563	VCY 172407
16C	05A3 SP	SP 228565	VCY 172379
16C	05A3 SP	SP 228569	VCY 172383
16C	05A3 SP	SP 228579	VCY 172389
16C	05A3 SP	SP 228586	VCY 172380
16C	05A3 SP	SP 228587	VCY 172346
16C	05A3 SP	SP 228595	VCY 172348
16C	05A3 SP	SP 228614	VCY 172367
16C	05A3 SP	SP 228618	VCY 172420
16C	05A3 SP	SP 228619	VCY 172428
16C	05A3 SP	SP 228622	VCY 172381
16C	05A3 SP	SP 228645	VCY 172342
16C	05A3 SP	SP 228650	VCY 172429
16C	05A3 SP	SP 228657	VCY 172385
16C	05A3 SP	SP 228666	VCY 172399
16C	05A3 SP	SP 228671	VCY 172416
16C	05A3 SP	SP 228673	VCY 172418
16C	05A3 SP	SP 228682	VCY 172339
16C	05A3 SP	SP 228687	VCY 172423
16C	05A3 SP	SP 228698	VCY 172396
16C	05A3 SP	SP 228726	VCY 172338
16C	05A3 SP	SP 228729	VCY 172386
16C	05A3 SP	SP 228740	VCY 172349
16C	05A3 SP	SP 228791	VCY 172391
16C	05A3 SP	SP 228811	VCY 172425

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
16C	05A3 SP	SP 228812	VCY 172406
16C	05A3 SP	SP 228865	VCY 172393
16C	05A3 SP	SP 228883	VCY 172343
16C	05A3 SP	SP 228884	VCY 172430
16C	05A3 SP	SP 228895	VCY 172392
16C	05A3 SP	SP 228904	VCY 172404
16C	05A3 SP	SP 228909	VCY 172427
16C	05A3 SP	SP 228911	VCY 172421
16C	05A3 SP	SP 228937	VCY 172390
16C	05A3 SP	SP 228943	VCY 172403
16C	05A3 SP	SP 228950	VCY 172405
16C	05A3 SP	SP 228953	VCY 172400
16C	05A3 SP	SP 228983	VCY 172415

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TOTAL CARS:

429